



Charities Act 2011

2011 CHAPTER 25

PART 13

[^{F1}POWERS TO AMEND TRUSTS AND USE CAPITAL]

[^{F1}Unincorporated charity's general power to amend

[^{F1}280A Amendment of the trusts of an unincorporated charity

- (1) This section applies to any charity which is not a company or other body corporate.
- (2) The charity trustees of such a charity may, if they are satisfied that it is expedient in the interests of the charity, resolve that the trusts of the charity should be amended in such manner as is specified in the resolution.
- (3) The power under subsection (2) is not exercisable in any way which would result in the institution ceasing to be a charity.
- (4) Subsection (5) applies in the case of a charity which has a body of members distinct from the charity trustees, any of whom are entitled under the trusts of the charity to attend and vote at a general meeting of the body.
- (5) In the case of a charity to which this subsection applies, a resolution under subsection (2) is effective only if—
 - (a) it is passed by a majority of the charity trustees of the charity, and
 - (b) it is approved by a further resolution which is passed—
 - (i) at a general meeting, by not less than 75% of the members entitled to attend and vote at the meeting who vote on the resolution,
 - (ii) at a general meeting, by a decision taken without a vote and without any expression of dissent in response to the question put to the meeting, or
 - (iii) otherwise than at a general meeting, by the agreement of all the members entitled to attend and vote at a general meeting.

Changes to legislation: Charities Act 2011, Section 280A is up to date with all changes known to be in force on or before 22 May 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- (6) In the case of a charity other than one to which subsection (5) applies, a resolution under subsection (2) is effective only if it is passed by not less than 75% of the charity trustees of the charity.
- (7) An amendment to which subsection (8) applies—
- (a) requires the written consent of the Commission, and
 - (b) is ineffective if such consent has not been obtained.
- (8) This subsection applies to an amendment—
- (a) which would alter the purposes of the charity;
 - (b) which would alter a provision directing the application of property of the charity on its dissolution;
 - (c) which would provide authorisation for any benefit to be obtained by charity trustees or members of the charity, or persons connected with them;
 - (d) which would alter a restriction making property permanent endowment;
 - (e) which would require the consent of a person other than—
 - (i) a charity trustee of, or trustee for, the charity, or
 - (ii) a member of the charity,
 if made otherwise than by virtue of this section;
 - (f) which would affect any right directly conferred by the trusts of the charity on a person who—
 - (i) is named in the trusts of the charity, or
 - (ii) holds an office or other position specified in the trusts of the charity (other than that of charity trustee or member of, or trustee for, the charity); or
 - (g) which would confer power on any person or persons to make an amendment falling within any of paragraphs (a) to (f).
- (9) But paragraphs (e) and (f) of subsection (8) do not apply where the person concerned consents to the amendment or is no longer in existence.
- (10) In considering whether to consent to an alteration falling within subsection (8)(a), or to the conferral of a power which would enable a person or persons to make such an alteration, the Commission must have regard to—
- (a) the purposes of the charity when it was established, if and so far as they are reasonably ascertainable,
 - (b) the desirability of securing that the purposes of the charity are, so far as reasonably practicable, similar to the purposes being altered, and
 - (c) the need for the charity to have purposes which are suitable and effective in the light of current social and economic circumstances.]

Textual Amendments

- F1** Ss. 280A, 280B and cross-heading inserted (7.3.2024) by [Charities Act 2022 \(c. 6\)](#), **ss. 3(2)**, 41(4) (with [s. 3\(3\)](#)); [S.I. 2024/265](#), [reg. 3](#), [Sch. 1 para. 3](#) (with [reg. 8](#))

Changes to legislation:

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Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 106(1)-(1B) substituted for s. 106(1) by [2022 c. 6 s. 16\(a\)](#)
- s. 322(2)(ea) inserted by [2022 c. 6 Sch. 2 para. 26](#)
- s. 331A331B and cross-heading inserted by [2022 c. 6 s. 15](#)